

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

BEAVER COUNTY EMPLOYEES'	)	
RETIREMENT FUND; ERIE COUNTY	)	Civil Action No. 14-cv-786-ADM-TNL
EMPLOYEES' RETIREMENT SYSTEM;	)	<u>CLASS ACTION</u>
and LUC DE WULF, Individually and on	)	
Behalf of All Others Similarly Situated,	)	
	)	
Plaintiffs,	)	
	)	
vs.	)	
	)	
TILE SHOP HOLDINGS, INC.; ROBERT	)	
A. RUCKER; THE TILE SHOP, INC.;	)	
TIMOTHY C. CLAYTON; PETER J.	)	
JACULLO, III; JWTS, INC.; PETER H.	)	
KAMIN; TODD KRASNOW; ADAM L.	)	
SUTTIN; WILLIAM E. WATTS; ROBERT	)	
W. BAIRD & CO. INCORPORATED;	)	
CITIGROUP GLOBAL MARKETS, INC.;	)	
CJS SECURITIES, INC.; HOULIHAN	)	
LOKEY CAPITAL, INC.; PIPER JAFFRAY	)	
& CO.; SIDOTI & COMPANY, LLC;	)	
TELSEY ADVISORY GROUP, LLC; and	)	
WEDBUSH SECURITIES, INC.,	)	
	)	
Defendants.	)	
	)	

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**LEAD PLAINTIFFS' UNOPPOSED MOTION FOR  
PRELIMINARY APPROVAL OF SETTLEMENT**

Court-appointed Class Representatives Beaver County Employees Retirement Fund, Erie County Employees' Retirement System and Luc DeWulf (collectively, "Class Representatives" or "Lead Plaintiffs"), on behalf of themselves and members of the Court-certified Class, respectfully move this Court, pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, for an Order: (1) granting preliminary approval of the proposed settlement (the "Settlement") of the above-captioned action (the "Action") as embodied in the Stipulation of Settlement dated January 13, 2017 filed herewith (the "Stipulation"); (2) approving the proposed form and manner of providing notice of the Action and the Settlement to the Class; (3) appointing Gilardi & Co. LLC. as Claims Administrator; and (4) setting a schedule for completion of further Settlement-related proceedings, including providing notice to the Class and a final fairness hearing. Defendants do not oppose this motion.

This motion is based on the supporting memorandum of law, the Stipulation and supporting exhibits, the papers and filings on record in this matter, and such additional evidence or argument as may be presented by the parties.

Dated: January 13, 2017

Respectfully submitted,

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/s Matthew L. Mustokoff

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